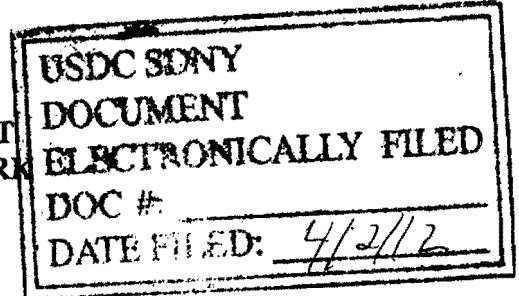


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



**In Re: Methyl Tertiary Butyl Ether ("MTBE")
Products Liability Litigation**

Master File No. 1:00-1898
MDL 1358 (SAS)
M21-88

This document relates to:

*New Jersey Department of Environmental Protection,
et al. v. Atlantic Richfield Co., et al.*
Case No. 08-CV-00312

[PROPOSED] CONSENT ORDER RELATING TO LANDFILLS

The parties hereby agree as follows:

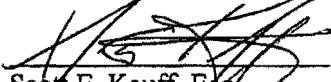
1. Plaintiffs hereby withdraw with prejudice from the above-captioned action, except as reserved in Paragraph 2 below, all claims for damages for the following four sites:
 - (i) NJDEP Combe Fill SLF So. Chester, Site Identification ("ID") No. 3939;
 - (ii) Ferro Corp., Site ID No. 15779;
 - (iii) Brick Twp. French's SLF, Site ID No. 66247; and
 - (iv) Toms River Twp. SLF, Site ID No. 66397.
2. As provided in paragraph 1 above, Plaintiffs reserve their right to assert claims for damages with respect to leaking storage tank(s) at one or more of these sites in the future should a report of a leaking storage tank discharging petroleum and/or MTBE be reported to and/or discovered by Plaintiffs. This reservation does not cover the landfill portion of the site for which Plaintiffs withdraw their claims in this case in their entirety without reservation.

3. With respect to the twenty (20) sites identified in the attached Exhibit A, Plaintiffs hereby withdraw with prejudice from the above action claims for damages for the landfill portions and any other areas of concern other than leaking storage tanks. The portions of these sites that remain in the action are identified by Program Interest Identification number, as set forth in the "PI ID" column in Exhibit A.
4. Defendants hereby reserve their rights to seek discovery from Plaintiffs with respect to any portion of the sites referenced in Paragraph 3, above, including any portion of those sites withdrawn with prejudice pursuant to Paragraph 3. Defendants further reserve their right to argue and put forth evidence that any portion of the sites referenced in Paragraph 3, above (including any portion of those sites withdrawn with prejudice pursuant to Paragraph 3), is the source of MTBE detected at or in the vicinity of the sites referenced in Paragraph 3, or other sites involved in this action. Plaintiffs retain the right to object to the above.
5. This Consent Order relates to claims for damages caused by MTBE and TBA as asserted by Plaintiffs in the above-captioned action. Plaintiffs reserve their rights to assert claims unrelated to MTBE and TBA in pending or future actions.

Stipulated and Agreed to by:

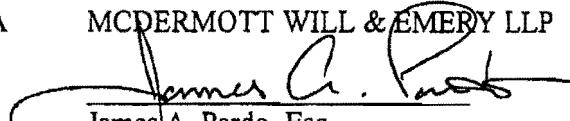
For Plaintiffs:

LAW OFFICES OF JOHN K. DEMA


Scott E. Kauff, Esq.

For Defendants:

MCDERMOTT WILL & EMERY LLP


James A. Pardo, Esq.

SO ORDERED.

Dated: April 2, 2012
New York, New York



Hon. Shira A. Scheindlin
U.S. District Judge

EXHIBIT A: PI IDs For Portions of Landfill Sites that Remain in the Case

	SITE ID	SITE NAME¹	PROGRAM	PI TYPE	"PI ID" ²
1	5714	METUCHEN I CORP	SR	SRP-PI	024790
2	5931	AIR PRODUCTS & CHEMICALS INC	SR	SRP-PI	009741
3	8439	PASSAIC VALLEY SEWER COMM	SR	SRP-PI	003903
			SR	SRP-PI	016780
			SR	SRP-PI	016781
4	11079	CURTISS WRIGHT CORP	SR	SRP-PI	018813
5	13182	RAHWAY CITY DPW GARAGE	SR	SRP-PI	007021
6	14101	OWENS CORNING FIBERGLAS CORP	SR	SRP-PI	013542
7	14201	USDOD ARMY MILITARY OCEAN TERMINAL	SR	SRP-PI	011992
8	14420	KROFF FACILITY SERVICES	SR	SRP-PI	000825
9	14806	USDOD EARLE NAVAL WEAPONS STATION	SR	SRP-PI	015100
10	14837	BORDEN CO INC CHEMICAL DIV	SR	SRP-PI	010645
11	15651	BASF CORP	SR	SRP-PI	009044
12	15663	NJDHS ANCORA PSYCHIATRIC HOSPITAL	SR	SRP-PI	000591
13	15689	ASHLAND INC	SR	SRP-PI	002836
14	15829	USDOD NAVAL AIR PROPULSION CENTER AIRCRAFT DIV	SR	SRP-PI	006048
15	16860	CHERRY HILL TWP MUNICIPAL BUILDING & POLICE DEPT	SR	SRP-PI	000252
			SR	SRP-PI	030920
16	43704	WITCO CHEMICAL CORP	SR	SRP-PI	006798
17	44950	BUENA BORO SLF	SR	SRP-PI	011521
18	50319	LINCOLN PAPER CO	SR	SRP-PI	012477
19	55439	WHITEHALL LABORATORIES INC	SR	SRP-PI	026080
20	63770	HELEN KRAMER SLF	SR	SRP-PI	G000004420

¹ Only the most recent Site Names are shown.² "PI ID" is equivalent to the Pref ID field in NJEMS